

## **EXHIBIT C**

**SIDLEY & AUSTIN**  
A PARTNERSHIP INCORPORATED PROFESSIONAL CORPORATION

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WRITER'S DIRECT NUMBER

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April 28, 1994

Tertiaire Investissement  
Rue Tronchet  
Paris 80  
France

Re: ITI Private Placement

Dear Sirs:

We have acted as special counsel to Integrated Technology USA, Inc. ("ITI"), in connection with the offering by ITI of shares of its common stock, no par value, (the "Common Stock"). In connection with your participation in the offering, we are forwarding to you, on behalf of ITI, the following closing documents:

- (i) certificate #64 representing 40 shares of Common Stock;
- (ii) an executed copy of the Purchase Agreement including the schedules thereto; and
- (iii) an executed copy of the Stockholders Agreement;

We apologize for the delay in forwarding documents to you but certain signatures that were required in order to provide you with execution copies of the documents were not received until several days ago.

The enclosed documents have been modified from the documents that you received in connection with your subscription. The principal changes are as follows:

1. Exhibit I to the Purchase Agreement has been included.
2. Exhibit II to the Purchase Agreement has been expanded to describe the warrants to be issued to Morris Smith and Bernard Appel in connection with their serving as directors

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of ITI. In addition, Appel has stated his intention to purchase, on July 1, 1994, Common Stock of ITI equal to 1% of the aggregate number of shares outstanding at a purchase price of \$80,000.


3. Section 2(a)(vi) of the Stockholders Agreement has been modified to set forth the number of shares of Common Stock represented by the warrants issued to Morris Smith and to clarify that such warrants will be issued to Morris Smith rather than Morris and Devora Smith.

Pursuant to Section 7.6 of the Purchase Agreement, ITI was required to obtain from two stockholders waivers of such stockholders' anti-dilution rights or, in the alternative, to place in escrow \$64,000 for each stockholder that did not provide such waiver. At closing, ITI did not obtain a waiver from one such stockholder and Coleman & Rhine, special counsel to the investors, is presently holding in escrow \$64,000 against receipt of such waiver.

There is also enclosed herewith a second copy of this letter acknowledging receipt of your stock certificate. For your protection and the accuracy of ITI's records, please take a moment to execute the duplicate copy of this letter and mail it to the undersigned in the stamped addressed envelope that has been provided for that purpose.

If you have any questions with respect to the documents contained herein, please contact the undersigned at (212) 906-2356.

Very truly yours,



Irving L. Rotter

I hereby acknowledge receipt of certificate #40 representing 64 shares of Common Stock of Integrated Technology USA, Inc.

Tertiaire Investissement

